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November 26, 2002

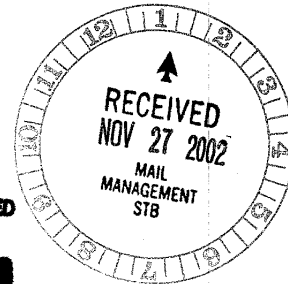
VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO. 11975-H FILED

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2-16 PM



SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Lease Renewal and Purchase Option dated as of November 12, 2002,
Supplementing the Lease of Railroad Equipment dated as of May 1, 1980.

This document is a secondary document, supplementing the Conditional Sale Agreement dated as of May 1, 1980, recorded on July 9, 1980, recordation number 11975.

Parties to this transaction are as follows:

Lessee: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Owner: First Union Financial Investments, Inc. (Owner)
Suite 5000
One O'Hare Center
6250 River Road
Rosemont, Illinois 60018

A general description of this Supplemental Agreement is as follows:

"Memorandum of Lease Renewal and Purchase Option supplementing the Lease of Railroad Equipment dated as of May 1, 1980, containing car numbers as described in the attached Schedule A."

Mr. Vernon A. Williams
Page Two
November 26, 2002

Enclosed is our check in the amount of \$30.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

“Memorandum of Lease Renewal and Purchase Option supplementing the Lease of Railroad Equipment dated as of May 1, 1980, containing car numbers as described in the attached Schedule A.”

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Anthony J. Butler", with a long horizontal flourish extending to the right.

Enclosures

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Schedule A

EQUIPMENT

1,200 50'6", 70-ton Boxcars with 10' doors

Car Numbers

RBOX	36123	RBOX	36163	RBOX	36205	RBOX	36248
RBOX	36124	RBOX	36164	RBOX	36206	RBOX	36249
RBOX	36125	RBOX	36165	RBOX	36207	RBOX	38030
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RBOX	43297	RBOX	43314	RBOX	43331		
RBOX	43298	RBOX	43315	RBOX	43332		
RBOX	43299	RBOX	43316	RBOX	43333		

MEMORANDUM OF LEASE RENEWAL AND PURCHASE OPTION dated as of November 12, 2002, between:

TTX Company (hereinafter called the **Lessee**)
101 North Wacker Drive
Chicago, Illinois 60606

and

First Union Financial Investments, Inc. (hereinafter called the **Owner**)
Suite 5000
One O'Hare Center
6250 River Road
Rosemont, Illinois 60018.

Railbox Company and The Connecticut Bank and Trust Company, as trustee, have entered into the Lease of Railroad Equipment (No. 13) (hereinafter called the **Lease**) dated as of May 1, 1980, in respect of 1258 boxcars. The Lease was recorded with the Interstate Commerce Commission on July 9, 1980, and assigned recordation number 11975-B.

The Lessee has succeeded Railbox Company as lessee under the Lease, and State Street Bank and Trust Company of Connecticut, National Association, has succeeded The Connecticut Bank and Trust Company as lessor, as trustee.

The Owner, the beneficial owner under the trust under which State Street Bank and Trust Company of Connecticut, National Association, has acted as trustee, has terminated the trust and succeeded the trustee as lessor under the Lease and owner of the equipment covered thereby.

By the Lease Renewal Agreement dated as of November 12, 2002, the parties hereto have renewed the Lease and extended the term to February 10, 2013, and the Owner has granted the Lessee the option to purchase the equipment then covered by the Lease, at the price and on the terms and conditions specified in the said Lease Renewal Agreement.

TTX COMPANY

by *Thomas M. Manon*

its Vice President Finance and Treasurer

RECORDATION NO. 11975-14 FILED

NOV 27 '02

2-15 PM

FIRST UNION FINANCIAL INVESTMENTS, INC.

SURFACE TRANSPORTATION BOARD

by *Linda H. Nivette*

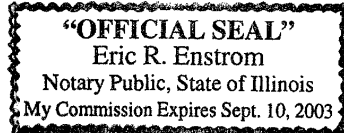
its..... *Vice President*

STATE OF ILLINOIS)

COUNTY OF COOK)

SS.:

On this 12th day of November, 2002, before me personally appeared Thomas Marion, to me personally known, who, by me being duly sworn, says that he is the Vice President Finance and Treasurer of TTX COMPANY, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



My commission expires

9/10/03

....*Eric R. Enstrom*....
Notary Public

STATE OF ~~ILLINOIS~~ *North Carolina*)

COUNTY OF *Mecklenburg*)

SS.:

On this *18th* day of *November* 2002, before me personally appeared *Linda H. Mintee*, to me personally known, who, by me being duly sworn, says that *she is Vice President* of FIRST UNION FINANCIAL INVESTMENTS, INC., and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

....*Jamie H. Kennedy*....
Notary Public

My commission expires *2/7/04*

